

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

DIRECT REPORT CORPORATION d/b/a
SHAREHOLDER.COM,

Plaintiff,

v.

CCBN.COM, INC., THE THOMSON
CORPORATION, JOHN DOES 1 through 5,
and JANE DOES 1 through 5,
Defendants.

Civil Action No. 04-10535 PBS

PLAINTIFF'S MOTION TO DISMISS DEFENDANTS' COUNTERCLAIMS

Plaintiff Direct Report Corporation d/b/a Shareholder.com respectfully moves this Court to dismiss the counterclaims asserted by defendants CCBN.com, Inc. and the Thomson Corporation pursuant to FED. R. CIV. P. 12(b)(1) & (6). The lone federal counterclaim asserted by defendants is barred by the applicable statute of limitations. Defendants' remaining counterclaims should be dismissed because they are permissive counterclaims and lack an independent basis for federal jurisdiction. In support of this motion, plaintiff has filed a memorandum herewith.

Pursuant to Local Rule 7.1, plaintiff's counsel certifies that they conferred with defendants' counsel and were unable to resolve the issues presented in this motion.

Respectfully submitted,

SHAREHOLDER.COM, INC.,

By its attorneys,

/s/ Ruth T. Dowling

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July 27, 2004

CERTIFICATE OF SERVICE

I hereby certify that I caused a true copy of the above document to be served upon the attorney of record for each other party by hand delivery on July 27, 2004.

/s/ Ruth T. Dowling